

Exhibit A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11 Case No.
	:	
LEHMAN BROTHERS HOLDINGS INC., <u>et al.</u>,	:	08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
-----	X	

**ORDER ESTABLISHING SCHEDULE FOR
DISCLOSURE STATEMENT HEARING AND RELATED
DEADLINES FOR ALTERNATIVE DISCLOSURE STATEMENTS AND PLANS**

Upon the motion (the “Motion”) dated March 29, 2011 of the Ad Hoc Group of Lehman Brothers Creditors (the “Group”), pursuant to sections 105, 502, 1125, 1126, and 1128 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2002, 3017, 3018, 3020, 9013, 9014 and 9021 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2002-1, 3017-1, 3018-1, 3020-1, 9013-1 and 9021-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), for entry of (i) an order scheduling a disclosure statement hearing and approving the form and manner of notice thereof and (ii) an order approving the Disclosure Statement for the Joint Substantively Consolidating Plan for Lehman Brothers Holdings Inc. and Certain of Its Affiliated Debtors Other Than Merit, LLC, LB Somerset LLC and LB Preferred Somerset LLC dated December, 15, 2010 [Docket No. 15431]; and upon the Response of the Operating Company Creditors to the Motion of the Ad Hoc Group of Lehman Brothers Creditors Seeking, Among Other Things, an Order Scheduling a Disclosure Statement Hearing and Approving the Form and Manner of Notice Thereof [Docket No. [__]]; and the Court having entered the Order to Show Cause and Notice Fixing the Objection Deadline, Reply Deadline, and Hearing Date on the Debtors’ Motion for Approval of the Disclosure Statement and Related Relief [Docket No.

15082]; and the Court having jurisdiction to consider the relief requested in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and this being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. § 1408 and 1409; and due and proper notice having been provided in accordance with the procedures set forth in the second amended order entered June 17, 2010 governing case management and administrative procedures [Docket No. 9635]; and the Court having found just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED that the schedule relating to the hearing to approve the Debtors' disclosure statement, including the scheduled hearing date, the deadline to file any objections and responses, and the deadline to file any replies or an omnibus reply (as it may be modified, the "Debtors' Disclosure Statement Schedule") shall apply to any party in interest that files an alternative plan and disclosure statement on or before the date that is at least twenty-eight (28) days before the objection deadline under the Debtors' Disclosure Statement Schedule (the "Filing Date"); and it is further

ORDERED that a hearing to the consider the approval of any alternative disclosure statement filed by a party in interest on or before the Filing Date, shall be held before the Honorable James M. Peck, United States Bankruptcy Judge, in Courtroom 601, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004 on **June 28, 2011 at 10:00 a.m. (Eastern Time)** or a later date in the event that the hearing to consider the approval of the Debtors' disclosure statement is adjourned to such later date; and it is further

ORDERED that service of a notice of the hearing to consider approval of any alternative disclosure statement, substantially in the form attached hereto as Exhibit A, shall constitute good and sufficient notice of such hearing to all parties in interest, provided that such notice is served, by electronic or first class mail, with a copy of the alternative plan and disclosure statement (in CD-ROM or hard copy form), to (i) to the Office of the United States Trustee, (ii) the Securities and Exchange Commission, (iii) attorneys for the Debtors, (iv) respective attorney for each alternative plan proponent, (v) attorneys for the Official Committee of Unsecured Creditors, and (vi) all parties on the Master Service List in the Debtors' chapter 11 cases on or before the Filing Date.

Dated: _____, 2011
New York, New York

UNITED STATES BANKRUPTCY JUDGE

Exhibit A

Disclosure Statement Notice

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X	
In re	: Chapter 11 Case No.
	:
LEHMAN BROTHERS HOLDINGS INC., et al.,	: 08-13555 (JMP)
	:
Debtors.	: (Jointly Administered)
----- X	

**NOTICE OF HEARING TO CONSIDER APPROVAL OF DISCLOSURE STATEMENT
WITH RESPECT TO THE [NAME OF PLAN] FILED BY THE
[NAME OF PLAN PROPONENTS]**

TO PARTIES IN INTEREST IN THE FOLLOWING CHAPTER 11 CASES:

Name of Debtors and Case Numbers

Lehman Brothers Holdings Inc.	08 -13555
Lehman Commercial Paper Inc.	08 -13900
Lehman Brothers Commodities Services Inc.	08 -13885
Lehman Brothers Special Financing Inc.	08 -13888
Lehman Brothers OTC Derivatives Inc.	08 -13893
Lehman Brothers Commercial Corporation	08 -13901
Lehman Brothers Derivatives Products Inc.	08 -13899
Lehman Brothers Financial Products Inc.	08 -13902
LB 745 LLC	08 -13600
PAMI Statler Arms LLC	08 -13664
CES Aviation LLC	08 -13905
CES Aviation V LLC	08 -13906
CES Aviation IX LLC	08 -13907
East Dover Limited	08 -13908
Lehman Scottish Finance L.P.	08 -13904
Luxembourg Residential Properties Loan Finance S.a.r.l.	09 -10108
BNC Mortgage LLC	09 -10137
LB Rose Ranch LLC	09 -10560
Structured Asset Securities Corporation	09 -10558
LB 2080 Kalakaua Owners LLC	09 -12516
[Additional Debtor(s) for which exclusivity has expired or been terminated]	[]

PLEASE TAKE NOTICE THAT on [], the [name of plan proponents] (the “Plan Proponents”) filed the [name of plan] (the “Plan”) and the Disclosure Statement for the [name of Plan] (as it may be amended, the “Disclosure Statement”) with respect to the Plan, pursuant to section 1125 of title 11 of the United States Code (the “Bankruptcy Code”).

PLEASE TAKE FURTHER NOTICE that:

1. A hearing will be held before the Honorable James M. Peck, United States Bankruptcy Judge, in Courtroom 601 of the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”), One Bowling Green, New York, New York 10014, on [], **2011 at [] .m. (Eastern Time)** (the “Disclosure Statement Hearing”) to consider the entry of an order, among other things, determining that Disclosure Statement contains “adequate information” within the meaning ascribed to such term in section 1125 of the Bankruptcy Code and approving the Disclosure Statement.

2. Any party in interest wishing to obtain a copy of the Disclosure Statement and the Plan may request such copy, in writing, from **Epiq Bankruptcy Solutions, LLC, Attn: Lehman Ballot Processing Center, 757 Third Avenue, 3rd Floor, New York, New York 10017**. Interested parties may also examine the Disclosure Statement and the Plan free of charge at www.lehman-docket.com. In addition, the Disclosure Statement and the Plan are on file with the Bankruptcy Court and may be examined by accessing the Bankruptcy Court’s website: www.nysb.uscourts.gov. Note that a PACER password and login are needed to access documents on the Bankruptcy Court’s website. A PACER password can be obtained at: www.pacer.psc.uscourts.gov.

3. Objections and responses, if any, to approval of the Disclosure Statement, must (a) be in writing, (b) conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York, and the *Second Amended Order Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rules 1015(c) and 9007 Implementing Certain Notice and Case Management Procedures*, dated June 17, 2010 [Docket No. 9635], (c) set forth the name(s) of the objecting party/(ies), (d) set forth the nature and amount of the claim(s) or equity interest(s) held or asserted by each objecting party/(ies) against the Debtor(s), (e) state with particularity the legal and factual bases relied upon for the objection or response, and (f) be filed, together with proof of service, with the Bankruptcy Court and served **so that they are actually received by the following parties no later than [], 2011 at [] (Eastern Time)**: (i) the **chambers of the Honorable James M. Peck, United States Bankruptcy Judge**, One Bowling Green, New York, New York 10004, Courtroom 601; (ii) **White & Case LLP**, 1155 Avenue of the Americas, New York, New York 10036, Attn: Gerard Uzzi, Esq. and J. Christopher Shore, Esq., attorneys for the Ad Hoc Group; (iii) the **Office of the United States Trustee** for Region 2, 33 Whitehall Street, 21st Floor, New York, New York 10004, Attn: Elisabetta Gasparini, Esq. and Andrea Schwartz, Esq.; (iv) **Milbank, Tweed, Hadley & McCloy LLP**, 1 Chase Manhattan Plaza, New York, New York 10005, Attn: Dennis F. Dunne, Esq., Dennis O’Donnell, Esq., and Evan Fleck, Esq., attorneys for the official committee of unsecured creditors; (v) **Weil Gotshal & Manges LLP**, 767 Fifth Avenue, New York, New York 10153, Attn: Harvey R. Miller, Esq., Lori R. Fife, Esq., and Alfredo R. Pérez, Esq., attorneys for the Debtors; and (vi) respective attorney for each of the Plan Proponents.

IF AN OBJECTION OR RESPONSE TO APPROVAL OF THE DISCLOSURE STATEMENT IS NOT FILED AND SERVED STRICTLY AS PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING TO THE ADEQUACY OF THE DISCLOSURE STATEMENT AND MAY NOT BE HEARD AT THE DISCLOSURE STATEMENT HEARING.

4. Upon approval of the Disclosure Statement by the Bankruptcy Court, any party in interest that is entitled to vote on the Plan will receive a copy of the Disclosure Statement, the Plan and various documents related thereto, unless otherwise ordered by the Bankruptcy Court.

5. The Disclosure Statement Hearing may be adjourned from time to time without further notice to parties in interest other than by announcement in Bankruptcy Court of such adjournment on the date scheduled for the Disclosure Statement Hearing or as indicated in any notice of agenda of matters scheduled for hearing or such other notice as may be filed with the Bankruptcy Court.

DATED: [DATE], 2011
New York, New York

Attorneys for the Plan
Proponents